



**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

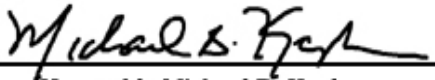
Order Filed on November 13, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11
Case No. 22-19361 (MBK)
(Jointly Administered under a Confirmed Plan²)

**JOINT STIPULATION AND AGREED ORDER GRANTING
THE FTX DEBTORS RELIEF FROM THE AUTOMATIC STAY**

The relief requested on the following pages is hereby ORDERED.

DATED: November 13, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

This stipulation and agreed order (the “Stipulation”) is entered into by and between:

(a) BlockFi Inc. and its affiliated debtors and debtors-in-possession (collectively, the “BlockFi Debtors”) and (b) FTX Trading Ltd. and its affiliated debtors and debtors-in-possession (collectively, the “FTX Debtors”,³ and together with the BlockFi Debtors, the “Parties,” and each a “Party”).

WHEREAS, on November 11 and 14, 2022, the FTX Debtors filed their respective petitions for voluntary relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Delaware Bankruptcy Court”) initiating the jointly-administered chapter 11 cases proceeding under the caption *In re FTX Trading Ltd., et al.*, Case No. 22-11068 (JTD) (the “FTX Bankruptcy Proceeding”);

WHEREAS, on November 28, 2022, BlockFi Inc. and its affiliated debtors and debtors-in-possession (collectively, the “BlockFi Debtors”) filed their respective petitions for voluntary relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of New Jersey (the “Court”) initiating the above-captioned chapter 11 cases (the “BlockFi Bankruptcy Proceeding”);

WHEREAS, the filing of the BlockFi Bankruptcy Proceeding triggered an automatic stay with respect to the BlockFi Debtors as provided for in section 362(a) of the Bankruptcy Code (the “Automatic Stay”);

³ The last four digits of FTX Trading Ltd.’s tax identification number are 3288. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.

WHEREAS, on or about March 31, 2023, the FTX Debtors filed proofs of claim against the BlockFi Debtors in the BlockFi Bankruptcy Proceeding (collectively, the “FTX Proofs of Claim”, and the claims asserted therein, the “FTX Claims”), which include, among others, avoidance claims pursuant to section 547 of the Bankruptcy Code for preferential transfers made by certain FTX Debtors (the “FTX Avoidance Claims”);⁴

WHEREAS, on or about June 29, 2023, the BlockFi Debtors filed proofs of claim against the FTX Debtors in the FTX Bankruptcy Proceeding (collectively, the “BlockFi Proofs of Claim,” and the claims asserted therein, the “BlockFi Claims”);

WHEREAS, on September 25, 2023, the Parties entered into that certain Settlement Agreement resolving certain disputes between them, including with respect to the venue for litigating the FTX Claims, the BlockFi Claims, and defenses and related matters thereto, which was approved by the Court on October 3, 2023 (Dkt. No. 1644) and by the Delaware Bankruptcy Court on October 19, 2023 (FTX Dkt. No 3314) (the “Settlement Agreement”);

WHEREAS, pursuant to the Settlement Agreement, the Parties agreed to submit a joint stipulated order to the Court for the consensual lifting of the Automatic Stay with respect to the merits of the FTX Avoidance Claims and all aspects of the BlockFi Claims (the “Delaware Matters”) in the FTX Bankruptcy Proceeding before the Delaware Bankruptcy Court as set forth in the Settlement Agreement; and

WHEREAS, to effectuate the agreements and obligations embodied in the Settlement Agreement, the Parties are entering into this Stipulation.

⁴ For the avoidance of doubt, the “FTX Avoidance Claims” for purposes of this Stipulation do not include any claims, causes of action, or defenses covered by the Robinhood Stipulation, all of which are reserved for determination in accordance with the Robinhood Stipulation, and nothing herein shall constitute a waiver of any rights, claims, causes of action or defenses on any such matters.

**NOW, THEREFORE, IT IS HEREBY STIPULATED, AGREED AND UPON
COURT APPROVAL, IT IS ORDERED THAT:**

1. Recitals Incorporated. The recitals and paragraphs set forth above are hereby incorporated in full and made part of this Stipulation.
2. No Inconsistency. This Stipulation is intended to serve as the Stay Relief Stipulation as defined at paragraph 1(c) of the Settlement Agreement. This Stipulation is not intended to modify the Settlement Agreement. To the extent of any inconsistency between this Stipulation and the Settlement Agreement, the Settlement Agreement shall control.
3. Modification of the Automatic Stay. The Automatic Stay is hereby modified to allow the FTX Debtors to, subject to paragraph 3 below, (x) assert and file, and litigate to judgment the Delaware Matters, including, without limitation, all arguments, defenses, counterclaims, setoffs, or otherwise, including arising under section 502(d) of the Bankruptcy Code in connection with any such judgment obtained, with respect to the BlockFi Claims in the FTX Bankruptcy Proceeding; (y) assert, file, and litigate to judgment any avoidance actions or other defenses or counterclaims with respect to the BlockFi Claims; and (z) enforce and recover on such avoidance actions or defenses or counterclaims as provided in this Order and the Settlement Agreement.
4. Reservation of Rights. All of the FTX Debtors' and the BlockFi Debtors' rights under section 502(d) of the Bankruptcy Code are expressly reserved and preserved, except that the FTX Debtors shall have no right to receive an affirmative distribution from the BlockFi Debtors pursuant to the *Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Technical Modifications)* as approved by the Court [Docket No. 1650] on account of the FTX Avoidance Claims, and recovery of any judgment with respect to the FTX Avoidance Claims shall be by setoff, reduction, or netting. If any judgment is entered in connection with the FTX Avoidance Claims, the Parties agree that recovery

on such judgment shall be made by reducing either the amount of the BlockFi Claims or distributions by the FTX Debtors with respect to the BlockFi Claims in such amount as may be agreed by the Parties or determined by order of the New Jersey Bankruptcy Court, and the Parties' rights are fully reserved with respect to the amount and nature of such reductions (if any) required to satisfy section 502(d) of the Bankruptcy Code.

5. Mediation Schedule. The Parties shall negotiate in good faith with respect to the process, terms and schedule of non-binding mediation as contemplated by the Settlement Agreement and shall file as soon as possible a mediation order with the Delaware Bankruptcy Court, which order shall provide for mediation to begin no later than December 24, 2023.

6. No Waiver. Nothing in this Order waives any available claims or defenses, including at law, equity, or otherwise with respect to the FTX Claims or the BlockFi Claims. The Parties reserve all rights as provided under the Settlement Agreement and otherwise.

7. Immediate Effect. The terms and conditions of this Stipulation are immediately effective and enforceable upon entry of an order approving this Stipulation.

8. Further Authorization. The Parties are authorized to take all actions necessary or appropriate to carry out the terms of this Stipulation.

STIPULATED AND AGREED TO BY:

Dated: November 10, 2023

BROWN RUDNICK LLP

By: /s/ Kenneth J. Aulet

Kenneth J. Aulet
Jeffrey L. Jonas
Michael S. Winograd
Alexander F. Kasnetz
Seven Times Square
New York, NY 10036
Tel: (212) 209-4800
Fax: (212) 209-4801
Email: kaulet@brownrudnick.com
jjonas@brownrudnick.com
mwinograd@brownrudnick.com
akasnetz@brownrudnick.com

Tristan G. Axelrod
Sharon I. Dwoskin
Matthew Sawyer
One Financial Center
Boston, MA 02111
Tel: (617) 856-8200
Fax: (617) 856-8201
Email: taxelrod@brownrudnick.com
sdwoskin@brownrudnick.com
msawyer@brownrudnick.com

Counsel for the BlockFi Debtors

HAYNES and BOONE, LLP

By: /s/ Richard Kanowitz

Richard Kanowitz
30 Rockefeller Plaza
26th Floor
New York, NY 10112
Telephone: (212) 659-7300
Facsimile: (212) 918-8989
Email:
Richard.Kanowitz@haynesboone.com

Richard D. Anigian
Charles M. Jones II
2323 Victory Avenue
Suite 700
Dallas, TX 75219
Telephone: (214) 651-5000
Facsimile: (214) 651-5940
Email: Rick.Anigian@haynesboone.com
Charlie.Jones@haynesboone.com

Counsel for the BlockFi Debtors

**GELLERT SCALI BUSENKELL &
BROWN, LLC**

By: /s/ Michael Busenkell

Michael Busenkell, Esq.
1201 North Orange Street, Suite 300
Wilmington, Delaware 19801
Tel: (302) 425-5812
Fax: (302) 425-5814
Email: mbusenkel@gsbblaw.com

*Delaware Counsel for the BlockFi
Debtors*

GENOVA BURNS LLC

By: /s/ Daniel M. Stolz

Daniel M. Stolz, Esq.
Donald W. Clarke, Esq.
110 Allen Rd., Suite 304
Basking Ridge, NJ 07920
Tel: (973) 230-2095
Fax: (973) 533-1112
Email: DStolz@genovaburns.com
DClarke@genovaburns.com

*New Jersey Counsel for the BlockFi
Debtors*

Dated: November 10, 2023
New York, New York

By: /s/ James L. Bromley

James L. Bromley (NJ Bar No. 1551996)
Andrew G. Dietderich (*pro hac vice*)
Brian D. Glueckstein (*pro hac vice*)
Benjamin S. Beller (*pro hac vice* to be filed)
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
E-mail: bromleyj@sullcrom.com
dietdericha@sullcrom.com
gluecksteinb@sullcrom.com
bellerb@sullcrom.com

Counsel for the FTX Debtors

In re:
BlockFi Inc.
Debtor

Case No. 22-19361-MBK
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0312-3
Date Rcvd: Nov 13, 2023

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Total Noticed: 1

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 15, 2023:

Recip ID	Recipient Name and Address
db	+ BlockFi Inc., c/o M3 Partners, 1700 Broadway, 19th Floor, New York, NY 10019-5905

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Nov 15, 2023

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 13, 2023 at the address(es) listed below:

Name	Email Address
Aaron Garber	on behalf of Creditor Kristen Vorhees agarber@wgwc-law.com
Adam S. Ravin	on behalf of Interested Party The Foreign Representatives of Three Arrows Capital Ltd. (in liquidation) adam.ravin@lw.com
Alan Stuart Maza	on behalf of Creditor Securities and Exchange Commission mazaa@sec.gov mazaa@sec.gov
Allen I Gorski	on behalf of Creditor Nancy Fout agorski@gorskiknowlton.com
Allen I Gorski	on behalf of Creditor Estate of Herman Katzenell agorski@gorskiknowlton.com
Allen Joseph Underwood, II	on behalf of Interested Party Genesis Global Holdco LLC Genesis Global Capital, LLC and Genesis Asia Pacific Pte. Ltd.

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aunderwood@litedepalma.com, ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com

Andrew Marks

on behalf of Creditor Matthew Gordon jcardenas@dorflaw.com

Anna Pia Felix

on behalf of Creditor Yuri Mushkin afelix@lpgmlaw.com

Anthony J D'Artiglio

on behalf of Creditor Kyle Klaus ADARTIGLIO@ANSELL.LAW courtfilings@ansell.law

Barbra Rachel Parlin

on behalf of Creditor Silvergate Bank barbra.parlin@hklaw.com
elvin.ramos@hklaw.com;glenn.huzinec@hklaw.com,HAPI@HKLAW.COM;hapi@hklaw.com;jjalemany@hklaw.com

Brett S. Theisen

on behalf of Unknown Role Type Ankura Trust Company LLC btheisen@gibbonslaw.com, nmitchell@gibbonslaw.com

Bryan Russell Horton

on behalf of Interested Party Scratch Services LLC rhorton@gbkh.com

Carol L. Knowlton

on behalf of Creditor George J. Gerro cknowlton@gorskiknowlton.com

Carrie J. Boyle

on behalf of Creditor Ge Song cboyle@b-vlaw.com
tking@b-vlaw.com;lgrigley@b-vlaw.com;carrie.boyle@comcast.net;jpryor@b-vlaw.com

Catherine B. Heitzenrater

on behalf of Creditor Chubb Companies cebeideman@duanemorris.com

Daniel Stolz

on behalf of Attorney Brown Rudnick LLP dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Other Prof. Elementus Inc. dstolz@genovaburns.com, dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Other Prof. M3 Partners dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Committee Official Committee of Unsecured Creditors dstolz@genovaburns.com
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Attorney Genova Burns LLC dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Other Prof. Plan Administrator On Behalf of the Post-Confirmation Debtor dstolz@genovaburns.com,
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Committee Official Committee Of Unsecured Creditors dstolz@genovaburns.com
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Plaintiff Official Committee Of Unsecured Creditors dstolz@genovaburns.com
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel E. Straffi

on behalf of Creditor Daniel Gusovsky bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Andrew Martinez bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Kole Kottmeier bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Ashton Rincon bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Joseph Borremans bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Martin Mikolajczyk bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

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Daniel E. Straffi

on behalf of Creditor Damon Andersson bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Steven Lee bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Matthew Hoselton bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Mitchell Eglar bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor William Warburton bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Brendan Pena bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Alberto Olivo bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Bruce Gilling bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Wayne Akey bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Scott Aufenanger bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Ellison Bak bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Michiel Hemminga bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

Daniel E. Straffi

on behalf of Creditor Clayton Bargsten bkclient@straffilaw.com
g25938@notify.cincompass.com;jrdanielsb124806@notify.bestcase.com

David E. Sklar

on behalf of Creditor Zachary Lee Prince desklar@pbnlaw.com
mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;jmoconnor@pbnlaw.com

David E. Sklar

on behalf of Creditor Flori Marquez desklar@pbnlaw.com
mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;jmoconnor@pbnlaw.com

David J. Adler

on behalf of Creditor Committee McCarter & English LLP DAdler@McCarter.com

David J. Adler

on behalf of Attorney McCarter & English DAdler@McCarter.com

David J. Adler

on behalf of Creditor Committee Official Committee of Unsecured Creditors DAdler@McCarter.com

Deborah Kovsky Apap

on behalf of Interested Party Ad Hoc Committee of Wallet Account Holders deborah.kovsky@troutman.com

Donald W Clarke

on behalf of Plaintiff Official Committee Of Unsecured Creditors dclarke@genovaburns.com
dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Attorney Brown Rudnick LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Creditor Committee Official Committee of Unsecured Creditors dclarke@genovaburns.com
dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

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Donald W Clarke

on behalf of Creditor Committee Official Committee Of Unsecured Creditors dclarke@genovaburns.com
dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Other Prof. Plan Administrator on Behalf of Post-Confirmation Debtor dclarke@genovaburns.com,
dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Other Prof. Elementus Inc. dclarke@genovaburns.com, dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Other Prof. M3 Partners dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Other Prof. Plan Administrator On Behalf of the Post-Confirmation Debtor dclarke@genovaburns.com,
dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Donald W Clarke

on behalf of Attorney Genova Burns LLC dclarke@genovaburns.com dclarke@ecf.inforuptcy.com;dclarke@ecfalerts.com

Douglas J. McGill

on behalf of Creditor Ad Hoc Committee of Collateralized Loan Account Holders dmccgill@webbermcgill.com

Douglas J. McGill

on behalf of Creditor Gary Ford dmccgill@webbermcgill.com

Douglas T Tabachnik

on behalf of Defendant Primeblock Operations LLC dtabachnik@dtlaw.com rdalba@dtlaw.com

Elisabeth Bruce

on behalf of Interested Party Internal Revenue Service elisabeth.m.bruce@usdoj.gov
ari.d.kunofsky@usdoj.gov;eastern.taxcivil@usdoj.gov

Felice R. Yudkin

on behalf of Debtor BlockFi Inc. fyudkin@coleschotz.com fpisano@coleschotz.com

Frank F. Velocci

on behalf of Interested Party Bermuda Joint Provisional Liquidators of BlockFi International Ltd.
frank.velocci@faegredrinker.com cathy.greer@faegredrinker.com

Gaston P. Loomis, II

on behalf of Creditor New Jersey Bureau of Securities gloomis@mdmc-law.com scarney@mdmc-law.com

Gregory S. Kinoian

on behalf of Creditor Committee Official Committee of Unsecured Creditors gkinoian@genovaburns.com

Gregory S. Kinoian

on behalf of Creditor Committee Official Committee Of Unsecured Creditors gkinoian@genovaburns.com

Gregory S. Kinoian

on behalf of Plaintiff Official Committee Of Unsecured Creditors gkinoian@genovaburns.com

Jack Shrum

on behalf of Creditor John M. Von Pischke jshrum@jshrumlaw.com

James L Bromley

on behalf of Interested Party FTX Trading Ltd and Affiliated Debtors bromleyj@sullcrom.com

Jason D. Angelo

on behalf of Creditor Bryant F. Foulger JAngelo@reedsmith.com sshidner@mdmc-law.com;smullen@mdmc-law.com

Jason M. Avellino

on behalf of Creditor Undisclosed Creditors javellino@gelaw.com
7661309420@filings.docketbird.com;gnovod@gelaw.com;cnevers@gelaw.com

Jeffrey Bernstein

on behalf of Creditor New Jersey Bureau of Securities jbernstein@mdmc-law.com

Jeffrey M. Sponder

on behalf of U.S. Trustee U.S. Trustee jeffrey.m.sponder@usdoj.gov jeffrey.m.sponder@usdoj.gov

Jeffrey M. Traurig

on behalf of Examiner Elise S. Frejka jtraurig@trauriglaw.com

Jessica Cole

on behalf of Defendant United States of America jessica.cole@usdoj.gov

Jessica Cole

on behalf of Interested Party United States of America jessica.cole@usdoj.gov

Joao Ferreira Magalhaes

on behalf of Creditor John William Van Tubergen Jr. jmagalhaes@connellfoley.com

District/off: 0312-3

User: admin

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John Piskora	on behalf of Creditor Deferred 1031 LLC jpiskora@loeb.com nydocket@loeb.com,dbesikof@loeb.com
John Piskora	on behalf of Creditor Deferred 1031 Series 4 LLC jpiskora@loeb.com nydocket@loeb.com,dbesikof@loeb.com
John C. Goodchild	on behalf of Defendant Emergent Fidelity Technologies Ltd. john.goodchild@morganlewis.com
John C. Goodchild	on behalf of Interested Party Emergent Fidelity Technologies Ltd john.goodchild@morganlewis.com
John C. Goodchild	on behalf of Creditor Emergent Fidelity Technologies Ltd. john.goodchild@morganlewis.com
John C. Kilgannon	on behalf of Interested Party Towards Equilibrium LLC john.kilgannon@stevenslee.com
John W. Weiss	on behalf of Interested Party The Foreign Representatives of Three Arrows Capital Ltd. (in liquidation) jweiss@pashmanstein.com
Joseph M. Shapiro	on behalf of Creditor Wilson Cotrim jshapiro@middlebrooksshapiro.com
Joseph M. Shapiro	on behalf of Creditor John A. Javes jshapiro@middlebrooksshapiro.com
Joshua S. Bauchner	on behalf of Creditor Kyle Klaus jbauchner@mblawfirm.com courtfilings@ansellgrimm.com;ajd@ansellgrimm.com
Kaitlin R. Walsh	on behalf of Defendant ED&F Man Capital Markets Inc. krwalsh@mintz.com, docketing@mintz.com
Kaitlin R. Walsh	on behalf of Creditor Marex Capital Markets Inc. krwalsh@mintz.com docketing@mintz.com
Kaitlin R. Walsh	on behalf of Defendant Marex Capital Markets Inc. f/k/a ED&F Man Capital Markets Inc. krwalsh@mintz.com, docketing@mintz.com
Kenneth Aulet	on behalf of Creditor Committee Official Committee of Unsecured Creditors hcohen@brownrudnick.com
Kurt F. Gwynne	on behalf of Creditor Bryant F. Foulger kgwynne@reedsmith.com
Kurt F. Gwynne	on behalf of Interested Party Ad Hoc Group of Actual Wallet Holders kgwynne@reedsmith.com
Kurt F. Gwynne	on behalf of Creditor The Ad Hoc Group of Actual Wallet Holders kgwynne@reedsmith.com
Kurt F. Gwynne	on behalf of Interested Party The Ad Hoc Group of Actual Wallet Holders kgwynne@reedsmith.com
Kyle McEvilly	on behalf of Unknown Role Type Ankura Trust Company LLC kmcevilly@gibbonslaw.com
Lauren Bielskie	on behalf of U.S. Trustee U.S. Trustee lauren.bielskie@usdoj.gov
Lisa Faucher	lfaucher@cherokeeacq.com
Mary E Putnick	on behalf of Creditor Shaoky Taraman marybeth@putnicklegal.com hpenrose@awkolaw.com
Mary E Putnick	on behalf of Creditor Noah Powell marybeth@putnicklegal.com hpenrose@awkolaw.com
Meredith Mitnick	on behalf of Creditor Deserve Inc. mmitnick@goodwinlaw.com
Michael Anthony Guerra	on behalf of Interested Party Cipher Mining Technologies Inc. maguerra@venable.com nylitigationdocketing@venable.com
Michael Anthony Guerra	on behalf of Interested Party Cipher Mining Inc. maguerra@venable.com nylitigationdocketing@venable.com
Michael D. Sirota	on behalf of Debtor BlockFi Wallet LLC msirota@coleschotz.com fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz

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Michael D. Sirota

on behalf of Defendant BlockFi Inc. msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Trading LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Services Inc. msirota@coleschotz.com,
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Inc. msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Lending LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Lending LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Lending II LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Ventures LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Trading LLC msirota@coleschotz.com,
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Investment Products LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Inc. msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Trading LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Attorney Cole Schotz P.C. msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi International Ltd. msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi International Ltd. msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Investment Products LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

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User: admin

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on behalf of Plaintiff BlockFi Wallet LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Ventures LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Investment Products LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Lending II LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Lending II LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Lending LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi International Ltd. msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Plaintiff BlockFi Services Inc. msirota@coleschotz.com,
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Services Inc. msirota@coleschotz.com,
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Debtor BlockFi Ventures LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael D. Sirota

on behalf of Defendant BlockFi Wallet LLC msirota@coleschotz.com
fpisano@coleschotz.com;ssallie@coleschotz.com;lmorton@coleschotz.com;pratkowiak@coleschotz.com;ddelehanty@coleschotz.com

Michael S. Etkin

on behalf of Interested Party Proposed Lead Plaintiff in Securities Class Action metkin@lowenstein.com

Michael S. Etkin

on behalf of Interested Party Cameron Wyatt metkin@lowenstein.com

Nicole A. Leonard

on behalf of Creditor New Jersey Bureau of Securities nleonard@mdmc-law.com
gbressler@mdmc-law.com;dprimack@mdmc-law.com;sshidner@mdmc-law.com

Paul J. Winterhalter

on behalf of Creditor Moneeb Waseem pwinterhalter@offitkurman.com cballasy@offitkurman.com

Peter Y. Lee

on behalf of Creditor Renard Ihlenfeld peter.lee@leeadvocates.com

Richard Kanowitz

on behalf of Debtor BlockFi Inc. richard.kanowitz@haynesboone.com

Richard Kanowitz

on behalf of Plaintiff BlockFi Inc. richard.kanowitz@haynesboone.com

Richard Kanowitz

on behalf of Plaintiff BlockFi International Ltd. richard.kanowitz@haynesboone.com

Richard Kanowitz

on behalf of Plaintiff BlockFi Lending LLC richard.kanowitz@haynesboone.com

Richard G. Placey

District/off: 0312-3

User: admin

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Total Noticed: 1

on behalf of Stockholder Samuel L. Bankman-Fried rplacey@mmwr.com
plorez@mmwr.com;pat-lorenz-montgomery-mccracken-walker-rhoads-llp-7123@ecf.pacerpro.com

Robert Malone

on behalf of Unknown Role Type Ankura Trust Company LLC rmalone@gibbonslaw.com, nmitchell@gibbonslaw.com

Robert M. Schechter

on behalf of Creditor Flori Marquez rmschechter@pbnlaw.com
mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;jmoconnor@pbnlaw.com

Robert M. Schechter

on behalf of Creditor Zachary Lee Prince rmschechter@pbnlaw.com
mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;jmoconnor@pbnlaw.com

Sam Della Fera, Jr

on behalf of Defendant Vrai Nom Investment Limited sdellafera@csglaw.com

Sam Della Fera, Jr

on behalf of Creditor Vrai Nom Investment Limited sdellafera@csglaw.com

Scott Fleischer

on behalf of Creditor Rui Pedro Vaz dos Santos Teixeira sfleischer@barclaydamon.com

Sean James Mack

on behalf of Defendant Digistar Norway AS smack@pashmanstein.com smack@pashmanstein.com;Jpadilla@pashmanstein.com

Sean James Mack

on behalf of Defendant Nessim-Sariel Gaon smack@pashmanstein.com smack@pashmanstein.com;Jpadilla@pashmanstein.com

Sean James Mack

on behalf of Defendant Fiorenzo Manganiello smack@pashmanstein.com
smack@pashmanstein.com;Jpadilla@pashmanstein.com

Seth Brandon Shapiro

on behalf of Interested Party United States of America seth.shapiro@usdoj.gov

Seth Brandon Shapiro

on behalf of Defendant United States of America seth.shapiro@usdoj.gov

Steven R. Wirth

on behalf of Creditor John Lymn steven.wirth@akerman.com caren.collier@akerman.com;Jennifer.meehan@akerman.com

Sydney Schubert

on behalf of Attorney Genova Burns LLC sschubert@genovaburns.com

U.S. Trustee

USTPRegion03.NE.ECF@usdoj.gov

Virginia T. Shea

on behalf of Creditor New Jersey Bureau of Securities vshea@mdmc-law.com gbreessler@mdmc-law.com

Warren A. Usatine

on behalf of Debtor BlockFi Inc. wusatine@coleschotz.com fpisano@coleschotz.com

Warren J. Martin, Jr.

on behalf of Creditor Zachary Lee Prince wjmartin@pbnlaw.com
mpdermatis@pbnlaw.com;sakelly@pbnlaw.com;raparisi@pbnlaw.com;jmoconnor@pbnlaw.com

Warren J. Martin, Jr.

on behalf of Creditor Flori Marquez wjmartin@pbnlaw.com
mpdermatis@pbnlaw.com;sakelly@pbnlaw.com;raparisi@pbnlaw.com;jmoconnor@pbnlaw.com

Wendy M Simkulak

on behalf of Creditor Chubb Companies wmsimkulak@duanemorris.com

TOTAL: 160